

# **EXHIBIT A**

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**From:** Karlan, Matthew M. <mkarlan@cgsh.com>  
**Sent:** Sunday, September 27, 2015 4:42 PM  
**To:** Eric Lyttle; Mike Lyle; William Burck; Stephen Hauss; Keith Forst; Jaime Kaplan; Selina MacLaren; Scott Lerner; Meghan McCaffrey  
**Cc:** Blackman, Jonathan I.; Liman, Lewis J.; Morag, Boaz S.; Terceno, Joaquin; Tambay, Esti; Reents, Scott  
**Subject:** Rio Tinto v. Vale -- 502(d)

Counsel,

In light of Judge Peck's direction at the September 24 conference, Vale proposes the following. Vale will produce the EY report and Nardello report that it has withheld on a claim of privilege. In return, Rio Tinto will produce communications between Rio Tinto (or its counsel) and Rio Tinto's third-party investigators and consultants concerning investigation of the loss of Simandou and/or a possible claim related to it, including but not limited to those identified in the joint letter (SUPP1868; SUPP1869; SUPP1876; SUPP1877; SUPP1878; SUPP1879; SUPP1880; SUPP1881; SUPP1882; SUPP1884; SUPP1885; SUPP1886; SUPP1887; SUPP1; SUPP2; SUPP3; SUPP6; SUPP416; SUPP488; SUPP491; SUPP 493; SUPP550; SUPP551; SUPP552; SUPP558; SUPP619; SUPP620; SUPP622; SUPP632; SUPP1500; SUPP1502; SUPP1505; SUPP1648; SUPP1789), and including but not limited to the third parties identified or logged to date (e.g. Executive Research Associates, Aeneas, Livingstone, BTG, Africa Risk Consulting, Kroll, Georges Landau, and Marco Antonio Fujihara). Both parties' productions will be subject to a stipulated 502(d) order and will be without waiver of, or prejudice to, the claim of privilege as to each document produced under this agreement.

We are willing to discuss the details of this proposal further with you. However, to the extent you propose to omit from the agreement Rio Tinto's communications with third-party investigators and consultants besides Livingstone and Aeneas (for example, Messrs. Landau and Fujihara), we note that you raised that argument at the conference and Judge Peck explicitly rejected it. See Sept. 24, 2015 Tr. 11: 1-20.

Best,  
Matt

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Matthew M. Karlan  
Cleary Gottlieb Steen & Hamilton LLP  
Assistant: jparsons@cgsh.com  
One Liberty Plaza, New York NY 10006  
t: +1 212 225 2845 | f: +1 212 225 3999  
www.clearygottlieb.com | mkarlan@cgsh.com